

ASSOCIATION OF SOUTH CAROLINA ENERGY MANAGERS

BY-LAWS

ARTICLE I

NAME

The name of this organization is the Association of South Carolina Energy Managers. Hereinafter referred to as the "Association".

ARTICLE II

PURPOSES AND POWERS

Section 1. Purposes

The purposes of the Association are:

- (a) To provide a medium for the exchange of information to the Association membership to foster a common energy management program responsive to the needs of the State of South Carolina;
- (b) To provide a consolidation of experience, knowledge, and interest in the field of energy management;
- (c) To serve as an instrument for the dissemination of information.
- (d) To share strategies for the financing and implementation of energy efficiency projects.

Section 2. Powers

The Association has all powers necessary, incident, or appropriate to the furtherance of its purpose, including but not limited to:

- (a) Receipt and collection of dues;
- (b) Acceptance of contributions;
- (c) Acquisition of personal property, by purchase, gift, devise or lease.

ARTICLE III
MEMBERSHIP

Section 1. Types

Types of membership in the Association are:

- (a) Active;
- (b) Associate;
- (c) Honorary;
- (d) Vendor.

Section 2. Qualifications and Requirements

Qualifications and requirements for membership in the Association are:

- (a) Active: Upon application and payment of prescribed annual dues, an active membership may be granted to any person permanently employed by a School District or a local, State, or Federal government activity in South Carolina, who is actively engaged in energy-related matters.
- (b) Associate: Upon application and payment of prescribed annual dues, an associate membership may be granted to any person who is actively engaged in energy management, but is not otherwise qualified for Active membership.
- (c) Honorary: The Executive Board of the Association by a majority vote of the constituted Executive Board, may confer Honorary membership upon any individual who has rendered outstanding service to the Association.
- (d) Vendor: Upon application and payment of prescribed annual dues, a vendor membership may be granted to any individual representing a commercial organization that offers for sale a product or service which is energy related.

The Executive Board shall pass on the qualifications and acceptance of individuals and entities applying for membership as the Board determines to be in the best interest of the Association.

Section 3. Certificate

An appropriate certificate of membership shall be issued to each member.

Section 4. Dues

- (a) Dues required for membership in the Association are:
 - Active: Set annually by the Executive Board
 - Associate: Set annually by the Executive Board
 - Honorary: None
 - Vendor: Set annually by the Executive Board.
- (b) The membership year shall coincide with the calendar year. Annual dues are due and payable on or before January 1st of each year. Membership will be terminated for individuals whose renewal dues have not been received by April 30th of each year. An individual who initially became eligible for membership on or after

January 1st of any year, may, upon payment of prescribed annual dues, be granted membership effective immediately.

Section 5. Privileges

- (a) Active Member: An active member may be:
 - (1) An officer of the Association;
 - (2) A member of a Committee.
- (b) Associate/Vendor Member: An associate or vendor member may:
 - (1) Be a member of a committee;
 - (2) Not be a member of the Executive Board;
 - (3) Not vote.
- (c) Honorary Member: An Honorary Member may not hold office or vote but may be a member of a Committee.
- (d) Any member of the Association may, subject to the order of business, be recognized by the presiding officer at any meeting of the Association.
- (e) All active members are privileged to cast votes for the election of officers, amendments to the Constitution, motions and resolutions or other business properly presented to the Association.

Section 6. Termination

- (a) Membership is automatically terminated by:
 - (1) Death;
 - (2) Resignation; or
 - (3) Failure or refusal to pay prescribed dues.
- (b) Active and associate membership expires on the last day of each year. Honorary membership is continuous.

ARTICLE IV

OFFICERS

Section 1. Titles

The officers of the Association are:

- (a) a Chairman;
- (b) a Vice-Chairman;
- (c) a Secretary;
- (d) a Treasurer.

Section 2. Qualifications

An officer of the Association must be an active member of the Association.

Section 3. Duties and Powers

- (a) Chairman
 - (1) The Chairman is:
 - (A) the presiding officer at each meeting of the Association;
 - (B) a member of the Executive Board and Chairman thereof, and
 - (C) a member *ex-officio* of all Committees.
 - (2) The Chairman shall:
 - (A) direct the affairs of the Association;
 - (B) convene the Executive Board from time to time;
 - (C) appoint Committees, and designate the Chairman and of each;
 - (D) issue the call for all meetings;
 - (E) render an annual report to the Association, and
 - (F) perform such other duties as are usually performed by the Chairman of an organization and as may be prescribed by the By-Laws or assigned by the Executive Board.
 - (3) The Chairman may:
 - (A) incur and authorize such incidental expenses as may be necessary in the direction and operation of the affairs of the Association and its headquarters office;

- (B) organize the office of the Association as may be required;
 - (C) assign duties to be performed by the Secretary and Treasurer of the Association which are not inconsistent with the By-Laws of the Association for such officers of organizations;
 - (D) with the approval of the Executive Board, appoint such Special Committees as deemed necessary and designate the Chairman thereof.
- (b) Vice-Chairman: The Vice-Chairman is a member of the Executive Board. He shall assist the Chairman by providing guidance and counseling in matters involving the direction and operation of the Association.
- (c) Secretary
- (1) The Secretary is:
 - (A) the recording officer of the organization and shall record each meeting's proceedings to prepare accurate minutes for submission at a subsequent meeting.
 - (B) responsible for the non-financial records of the Association; and
 - (C) a member of the Executive Board.
 - (2) The Secretary shall perform the duties usually performed by the Secretary of an organization and such duties as may be prescribed by the By-Laws or assigned by the Chairman of the Association.
- (d) Treasurer
- (1) The Treasurer shall:
 - (A) be the custodian of all funds of the Association;
 - (B) cause a receipt to be issued for all funds received by the Association;
 - (C) cause to be kept an accurate account of all receipts and disbursements of all monies, securities and other property of the Association; report to the Executive Board on financial standing of the Association whenever required to do so; and, shall render an annual report to the Association;
 - (D) not be required to be bonded.
 - (E) be a member of the Executive Board.
 - (2) The Treasurer shall perform the duties usually performed by the treasurer of an organization and such duties as may be prescribed by the By-Laws or assigned by the Chairman of the Association.

Section 4. Election and Appointment

- (a) The Vice-Chairman shall be elected annually by a majority vote. In order to provide continuity, the retiring Vice-Chairman shall succeed the Chairman upon completion of the Chairman's term of office.
- (b) The term of Secretary and Treasurer will remain effective until such time as a letter of resignation from elected Board member is received by the Chairman. Secretary and Treasurer will be elected at next annual meeting upon receipt of resignation by a majority vote.

Section 5. Tenure

Officers shall serve for a period of at least one year or until their successors are duly qualified and elected. They shall assume office at 12:00 noon on the day following their election or appointment.

Section 6. Termination of Tenure

- (a) Tenure in office is terminated by:
 - (1) Death;
 - (2) Resignation which shall be tendered to the Executive Board; or
 - (3) Removal as prescribed in Section 6 (b).

- (b) An Officer may be removed from office by a majority vote of the Constituted Executive Board:
 - (1) When it is determined that an officer is unable to fulfill the duties of his office due to war, national emergency or physical or mental disabilities;
 - (2) For inefficiency;
 - (3) For conduct detrimental to the Association; or
 - (4) For other sufficient cause.

ARTICLE V

MEETINGS

Section 1. Annual Meetings

An annual meeting of the Association may be called at any time a representative number of the several members may be expected to be present. Generally the Association will hold two general membership meetings per year. One meeting will normally be programmed for a one-day assembly, and the other for a two or three-day assembly.

Section 2. Special Meetings

Special meetings of the Association may be called by a majority vote of the Constituted Executive Board or by a majority vote of the general membership of the Association. The reason for a special meeting must be clearly stated in the call for the meeting and no other business may be properly considered at the meeting. A special meeting may only be called when it can be reasonably ascertained that a representative number of the several members will be in attendance.

Section 3. Executive Board Meetings

Meetings of the Executive Board may be convened at any time necessary, providing at least four of the members can attend. Meetings and voting may also be conducted by telephonic means..

Section 4. Quorum

- (a) At annual meetings, a quorum shall exist regardless of the number of members present if the call for an Annual meeting is properly issued at least thirty days in advance and if the meeting location, time, and duration is considered reasonable by the Executive Board.
- (b) At Special Meetings, a quorum shall exist when a majority of the Active Members are present.
- (c) At Executive Board Meetings, a quorum shall exist whenever four of the members are present.

Section 5. Voting

Unless otherwise specified, actions brought before the Executive Board or the Association for vote shall carry with a majority vote of those active members present.

ARTICLE VI
EXECUTIVE BOARD
[BOARD OF DIRECTORS]

Section 1. Organization and Members

The Executive Board [Board of Directors] of the Association shall consist of the officers of the Association, plus three additional members. The three additional members shall be elected by a majority vote of the Members. These additional members are to serve for a period of two years, except that for 1990 two will be elected for a two-year term and one for a one-year term. Thereafter, each at large member will be elected annually for a two-year term.

Section 2. Duties and Powers

(a) The Executive Board shall:

- (1) Act as the governing body of the Association in accordance with the policies adopted in conferences and meetings of the Association;
- (2) In the Event of a vacancy in the elected offices of the Association resulting from other than termination of tenure, elect, by majority vote, a successor to the vacant office to serve the unexpired period of tenure;
- (3) Convene:
 - (A) At the call of the Chairman of the Association;
 - (B) Upon written demand signed by any three of the Executive Board members thereof, and communicated to each member of the Executive Board.
- (4) Carry out the policies adopted by the Association; and
- (5) Perform such additional duties and exercise such additional powers as are specifically granted in, or, required by, the By-Laws of the Association.

(b) The Executive Board may:

- (1) Order an audit of the records and finances of the Association at any time.
- (2) By majority vote and in accordance with Section 6 (b) of ARTICLE IV of the By-Laws of the Association remove from office any officer of the Association.
- (3) In the event of national emergency or other causes which might preclude the normal operation of the Association, organize such emergency Executive Board and appoint Acting Chairman and Custodian if required.

ARTICLE VII
RULES OF ORDER

Section 1. Order of Business

Except as modified in the By-Laws of the Association, the order of business for all meetings shall be:

- (a) Arranged by the Chairman, and
- (b) As established in Robert's Rules of Order, Revised.

Section 2. Parliamentary Authority

The rules contained in Robert's Rules of Order, Revised, shall govern the Association in all cases to which they are applicable except when modified by the By-Laws of the Association.

ARTICLE VIII

DEFINITIONS

For the purposes herein:

- (a) "Executive Board" means and includes an Executive Board of the Association and is the Association's Board of Directors;
- (b) "Year" as applied to the Association means and includes the period July 1 through June 30;
- (c) "may" is used in a permissive sense;
- (d) "will" is used in an imperative sense;
- (e) "shall" is used in an imperative sense;
- (f) "majority vote" means and includes a majority of the legal votes cast unless otherwise specified;
- (g) "two-thirds vote" means and includes two-thirds of the legal votes cast;

ARTICLE IX

AMENDMENTS

These By-Laws may be amended by majority vote of membership of the Association present during a business meeting. Proposed amendments must be submitted to the Chairman of the Administration, Budget and By-Laws Committee.

- (a) Requests for amendment must be submitted in writing.
- (b) The Committee shall draft proposed amendments and submit them to the Executive Board for approval or rejection 45 days prior to the next business meeting.
- (c) A proposed amendment must be approved by a majority vote of the Constituted Executive Board and submitted in writing to the Association membership at least 15 days prior to being voted on at a business meeting.